

## REPORT OF THE DIRECTORS

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The Directors have pleasure in presenting their report together with the audited financial statements for the year ended 31st March 2006.

### GENERAL INFORMATION, PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The Company is a limited company incorporated and publicly listed in the Hong Kong Special Administrative Region (“Hong Kong”).

The address of the registered office is Lot 220 Clear Water Bay Road, Kowloon, Hong Kong.

The financial statements are presented in Hong Kong dollars which are the same as the functional currency of the Company.

The principal activities of the Company during the year are investment holding and investments in the media and entertainment industries.

The activities and particulars of the subsidiaries and associated companies are shown in Note 11 and 12 to the financial statements respectively.

The analysis of the Group’s performance for the year by business and geographical segments is set out in Note 2 to the financial statements.

### RESULTS

The results of the Group for the year ended 31st March 2006 are set out in the consolidated income statement on page 28.

### DIVIDENDS

The Directors have declared an interim dividend of HK\$0.06 per ordinary share, totalling HK\$23,903,424 which was paid on 26th January 2006.

The Directors recommend the payment of a final dividend of HK\$0.34 per ordinary share, totalling HK\$0.40, in respect of the year ended 31st March 2006 payable to shareholders whose names appear on the Register of Members of the Company on 6th September 2006. Final dividend, if approved, will be paid to shareholders on 26th October 2006.

### SHARE CAPITAL

The Company did not issue any shares during the financial year. Details of the share capital of the Company are set out in Note 15 to the financial statements.

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### RESERVES

Movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity and Note 16 to the financial statements respectively.

Distributable reserves of the Company at 31st March 2006, calculated under Section 79B of the Hong Kong Companies Ordinance, amounted to HK\$1,579,259,000 (2005: HK\$1,576,835,000).

### PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group and the Company during the year are shown in Note 9 to the financial statements.

### FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 25.

### DIRECTORS

The Directors during the year were:

#### Executive Directors

Sir Run Run Shaw, GBM (*Executive Chairman*)  
Mona Fong (*Deputy Chairperson and Managing Director*)  
Louis Page  
Jeremiah Rajakulendran

#### Independent Non-executive Directors

The Hon. Sir Ti Liang Yang, GBM; JP (*retired on 7th September 2005*)  
Dr. Chow Yei Ching  
Ng Julie Yuk Shun  
Nelson Hon Sang Chiu

### RE-ELECTION AND RESIGNATION OF DIRECTORS

In accordance with Article 88 of the Company's Articles of Association, Mr. Jeremiah Rajakulendran retires by rotation, and being eligible, offers himself for re-election with the unanimous support of the other Directors.

Due to personal reasons, Mr. Louis Page will resign as Director with effect from 30th June 2006. Mr. Page has confirmed that there is no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

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### RE-ELECTION AND RESIGNATION OF DIRECTORS *(Continued)*

Mr. Page has been a senior executive with the Company since 1975 and was appointed a Director in 1988. He was the Managing Director of Television Broadcasts Limited, which post he relinquished on 31st May 2006.

The Board would like to take this opportunity to thank Mr. Page for his valuable contribution to the Company during the tenure of his office as an executive director.

### BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of Directors and Senior Management as at the date of this report are set out below:

#### **Sir Run Run Shaw, GBM**

Aged Ninety-eight, has been the Executive Chairman of the Company since its incorporation. He is also the Executive Chairman of Television Broadcasts Limited. Sir Run Run Shaw is the husband of Ms. Mona Fong, the Deputy Chairperson and Managing Director of the Company.

#### **Mona Fong**

Aged Seventy-one, joined the Company in 1969 and was appointed a Director in 1981, Managing Director in 1996 and Deputy Chairperson in 2001. She is the Executive Chairperson of Shaw Holdings Inc., a substantial shareholder of the Company and the Deputy Chairperson and Acting Managing Director of Television Broadcasts Limited. She is also the Chairperson of The Shaw Foundation Hong Kong Limited, The Shaw Prize Foundation Limited and The Sir Run Run Shaw Charitable Trust and a member of the Board of Trustees of Shaw College of The Chinese University of Hong Kong. Ms. Mona Fong is the wife of Sir Run Run Shaw, the Executive Chairman of the Company.

#### **Louis Page**

Aged Fifty-six, has been a senior executive with the Company since 1975 and was appointed a Director in 1988. He was the Managing Director of Television Broadcasts Limited, which post he relinquished on 31st May 2006. He will relinquish his executive and non-executive posts with the Company on 30th June 2006.

#### **Jeremiah Rajakulendran**

Aged Sixty, is the Chief Financial Officer of the Company. He joined the Company in 1984 and was appointed Company Secretary in April 1998 which post he relinquished in February 2001. He was appointed a Director in February 2001 and Company Secretary in September 2002.

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### BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT *(Continued)*

#### **Dr. Chow Yei Ching**

Aged Seventy, was appointed a Non-executive Director of the Company in February 2001. He is the founder and chairman of Chevalier Group that comprises two publicly listed companies in Hong Kong. He is a Non-executive Director of Television Broadcasts Limited and Van Shung Chong Holdings Limited. Dr. Chow is the Honorary Consul of The Kingdom of Bahrain in Hong Kong and a standing committee member of the Chinese People's Political Consultative Conference, Shanghai. He also serves in a number of positions in various educational, charitable and trade organisations. He holds an Honorary Degree of Doctor of Laws from The University of Hong Kong and an Honorary Degree of Doctor of Business Administration from The Hong Kong Polytechnic University.

#### **Ng Julie Yuk Shun**

Aged Fifty-three, was appointed a Non-executive Director of the Company in February 2001. She has a MBA degree from New York University and has been managing her own shipping and trading companies in Hong Kong since 1973.

#### **Nelson Hon Sang Chiu**

Aged Sixty, was appointed a Non-executive Director of the Company in September 2004. He is the Chairman and Managing Director of SunTech Environmental Group Limited, a company listed in the Australian Stock Exchange since 1995. He is the founder of the group. He has more than 30 years of experience in business and financial management in Australia and Hong Kong, of which over 10 years have been in China businesses. He holds a Degree of Master of Business Administration from the University of Sydney, Australia and is a fellow of the Australian Institute of Management and Institute of Chartered Accountants in Australia. He is also a fellow of the Hong Kong Institute of Directors.

### **DIRECTORS' INTERESTS**

None of the Directors has a service contract with the Company, which is not determinable within one year, without payment of compensation, other than statutory compensation.

The Company had an arrangement with Television Broadcasts Limited for the use of certain facilities in the Company's studio and office spaces. Sir Run Run Shaw, the Executive Chairman of the Company, and Ms. Mona Fong, the Deputy Chairperson and Managing Director of the Company, are also respectively the Executive Chairman and Deputy Chairperson of and have an indirect interest in Television Broadcasts Limited.

The Company has an interest in an associated company developing a Movie City in Tseung Kwan O, in which Shaw Property Holdings Limited is a shareholder. Ms. Mona Fong has an indirect interest in Shaw Property Holdings Limited as she is a director of both Shaw Property Holdings Limited and its holding company, Shaw Holdings Inc..

## REPORT OF THE DIRECTORS

### DIRECTORS' INTERESTS (Continued)

Save as mentioned in the preceding paragraphs, no contracts of significance to which the Company or its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

As at 31st March 2006, the beneficial interests of the directors and chief executive in the ordinary shares of the Company as recorded in the register maintained under Section 352 of the Securities and Futures Ordinance ("SFO") were as follows:

	No. of ordinary shares of HK\$0.25 each				Percentage of issued capital (%)
	Personal interests	Family interests	Corporate Interests	Total	
Sir Run Run Shaw	–	1,378,000 <sup>1</sup>	297,106,872 <sup>2</sup>	298,484,872	74.92%
Mona Fong	1,378,000 <sup>1</sup>	–	–	1,378,000	0.35%
Louis Page	100,000	–	–	100,000	0.03%

Note: Duplication of shareholdings occurred between parties <sup>(1)</sup> shown above and between parties <sup>(2)</sup> shown above and below under "Substantial shareholders".

<sup>2</sup> 263,610,872 shares were held by Shaw Holdings Inc.. 11,761,000 shares and 21,735,000 shares were held by its wholly owned subsidiaries, Double One Limited and The Shaw Foundation Hong Kong Limited respectively, in which companies Sir Run Run Shaw exerts 100% control through The Sir Run Run Shaw Charitable Trust.

As at 31st March 2006, the beneficial interests of the directors and chief executive in the ordinary shares of the associated corporations (within the meaning of the SFO) of the Company as recorded in the register maintained under Section 352 of the SFO were as follows:

	No. of Ordinary shares of HK\$0.05 each in Television Broadcasts Limited				Percentage of issued capital (%)
	Personal interests	Family interests	Corporate Interests	Total	
Sir Run Run Shaw	–	1,146,000 <sup>1</sup>	141,174,828 <sup>2</sup>	142,320,828	32.49%
Mona Fong	1,146,000 <sup>1</sup>	–	–	1,146,000	0.26%
Louis Page	100,000	–	–	100,000	0.02%
Dr. Yei-ching Chow	100,000	–	–	100,000	0.02%

Note: Duplication of shareholdings occurred between parties <sup>(1)</sup> shown.

<sup>2</sup> 113,888,628 shares were held by Shaw Brothers (Hong Kong) Limited and 27,286,200 shares were held by The Shaw Foundation Hong Kong Limited, in which companies Shaw Holdings Inc. holds 74.58% and 100% equity interests. Sir Run Run Shaw exerts 100% control over Shaw Holdings Inc. through The Sir Run Run Shaw Charitable Trust.

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### DIRECTORS' INTERESTS (Continued)

	No. of Ordinary shares of US\$1.00 each in Goldway Holdings Limited				Percentage of issued capital (%)
	Personal interests	Family interests	Corporate Interests	Total	
Sir Run Run Shaw	–	–	2,500 <sup>1</sup>	2,500	100.00%

<sup>1</sup> 875 shares were held by Shaw Brothers (Hong Kong) Limited and 1,625 shares were held by Shaw Property Holdings Limited, in which companies Shaw Holdings Inc. holds 74.58% and 100% equity interests. Sir Run Run Shaw exerts 100% control over Shaw Holdings Inc. through The Sir Run Run Shaw Charitable Trust.

All the interests stated above represented long positions. The Company or its subsidiaries did not grant to the directors or chief executive or their spouse or children under 18 years of age any rights to subscribe for shares, underlying shares or debentures of the Company or any other body corporate.

Apart from the above, no interests or short positions were held or deemed or taken (under the SFO) to be held by any directors or chief executive of the Company in the shares or underlying shares in, or debentures of, the Company or any of its associated corporations (within the meaning of the SFO) as at 31st March 2006.

At no time during the year was the Company or its subsidiaries a party to any arrangement to enable the directors and chief executive of the Company to hold any interests or short positions in the shares or underlying shares in, or debentures of, the Company or its associated corporations (within the meaning of the SFO).

### SUBSTANTIAL SHAREHOLDERS

As at 31st March 2006, the register of substantial shareholders maintained under Section 336 of the SFO shows that the Company had been notified of the following substantial shareholders' interests (all being beneficial interests), being 5% or more of the Company's issued share capital.

Name of shareholder	No. of ordinary shares Of HK\$0.25 each	Percentage of issued capital (%)
Shaw Holdings Inc.	297,106,872 <sup>1</sup>	74.58%
Arnhold and S. Bleichroeder Advisers, LLC	53,540,000 <sup>2</sup>	13.44%

Note: Duplication of shareholdings occurred between parties <sup>(1)</sup> shown here and above under "Directors' interests".

<sup>1</sup> 11,761,000 shares and 21,735,000 shares were held by its wholly owned subsidiaries, Double One Limited and The Shaw Foundation Hong Kong Limited respectively. Sir Run Run Shaw exerts 100% control over Shaw Holdings Inc., Double One Limited and The Shaw Foundation Hong Kong Limited through The Sir Run Run Shaw Charitable Trust.

<sup>2</sup> Interests were held in the capacity of investment adviser that maintains discretion to exercise voting powers and transact purchases and sales on behalf of its clients.

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### SUBSTANTIAL SHAREHOLDERS *(Continued)*

All the interests stated above represented long positions. Save for the interests referred to above, no other person was recorded in the register of substantial shareholders maintained under Section 336 of SFO as having any substantial shareholders' interests or short positions, being 5% or more of the issued share capital of the Company as at 31st March 2006.

### CONNECTED AND RELATED PARTY TRANSACTIONS

Two tenancy agreements were made between the Company and Television Broadcasts Limited ("TVB") dated 19th May 1997 and 15th December 1997 respectively whereby the Company granted to TVB tenancies of certain office and car parking spaces situated at Shaw House, Lot 220, Clear Water Bay Road, Kowloon, Hong Kong. The term of the two tenancies commenced on 1st July 1997 and 1st November 1997 respectively and both expired on 30th June 2005. The amount of rental received during the year totalled HK\$4,433,000.

The Company has an interest in an associated company developing a Movie City in Tseung Kwan O, in which Shaw Property Holdings Limited is one of the shareholders. Shaw Property Holdings Limited is a connected person of the Company by virtue of it being an associate of Shaw Holdings Inc., controlling shareholder of both the Company and Shaw Property Holdings Limited. As at the balance sheet date, the Company has provided a loan to the associated company amounting to HK\$361,136,000, which is unsecured, interest free and has no fixed terms of repayment.

Since November 2000, the Company has been providing financial assistance in the form of an interest bearing loan to a non-wholly owned subsidiary, Film Power Company Limited, at Hong Kong Dollar prime lending rate per annum for financing its film productions. The amount of interest bearing loan at the balance sheet date is HK\$26,564,000, which is unsecured and has no fixed terms of repayment. The minority shareholder of the non-wholly owned subsidiary is connected to the Company by virtue only of his substantial shareholding therein.

Details of related party transactions of the Group are set out in Note 23 to the financial statements. Note 23(a)(i) constitute connected transactions under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("the Listing Rules") as disclosed above.

All the Independent Non-executive Directors have reviewed the above transactions described in the above paragraphs and confirmed that these transactions have been entered into (i) in the ordinary and usual course of business, (ii) on normal commercial terms or on terms no less favourable than those available to or from independent third parties, (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders as a whole.

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### **CONNECTED AND RELATED PARTY TRANSACTIONS** *(Continued)*

The Company's auditors have also reviewed the above transactions described in the above paragraphs and confirmed in its letter to the Directors that:

- (i) the transactions have been approved by the Company's Board of Directors; and
- (ii) the transactions have been entered into in accordance with the terms of the relevant agreements governing the transactions.

### **AUDIT COMMITTEE**

The responsibilities of the Audit Committee and the work done during the year are set out in the Corporate Governance Report on pages 19 to 24.

### **CORPORATE GOVERNANCE**

The Company's corporate governance practices during the year are set out in the Corporate Governance Report on pages 19 to 24.

### **SUFFICIENCY OF PUBLIC FLOAT**

Based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company, the Company has maintained a sufficient public float of more than 25% of the Company's issued shares as at the date of this report.

### **PRE-EMPTIVE RIGHTS**

There is no provision for pre-emptive rights under the Company's bye-laws and there was no restriction against such rights under the laws of Hong Kong.

### **PURCHASE, SALE OR REDEMPTION OF SHARES**

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiary companies has purchased or sold any of the Company's shares during the year.

### **MANAGEMENT CONTRACTS**

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

### **REMUNERATION OF DIRECTORS AND SENIOR EMPLOYEES**

Details of directors' remuneration and the five highest paid employees are set out in Note 8 to the financial statements.



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### MAJOR CUSTOMERS AND SUPPLIERS

The percentage of the turnover for the year attributable to the Group's major customers are as follows:

– the largest customer	50.72%
– five largest customers	66.71%

The percentage of purchases for the year attributable to the Group's major suppliers are as follows:

– the largest supplier	98.42%
– five largest suppliers	100.00%

None of the Directors, their associates or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in the customers and suppliers noted above.

### AUDITORS

The financial statements have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

By Order of the Board

**Mona Fong**

*Deputy Chairperson and Managing Director*

Hong Kong, 22nd June 2006